

# FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel. 847.318.7575  
Fax. 847.318.7588

RECORDATION NO.

26545

FILED

SEP 13 '06

2-51 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2<sup>nd</sup> DAY AIR

September 11, 2006

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated May 30, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: MEMC Electronic Materials, Inc.  
501 Pearl Dr.  
St. Peters, MO 63376

A description of the railroad equipment covered by the enclosed document is one (1) 20,000 gallon capacity tank car, with TGOX marks (see Exhibit A for number).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,

Georgia Freiburger  
Manager of Documentation

Enclosure  
(MEMC001)

ASSGN. NO.: MEMC001

MEMORANDUM OF LEASE

SEP 13 '06

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THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 30<sup>th</sup> day of May, 2006, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and MEMC Electronic Materials, Inc. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of May 30, 2006, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 30, 2006, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By:

Richard F. Seymour

Name:

RICHARD F. SEYMOUR  
Vice President Sales & Marketing

By:

Susan Grokulska

Title:

Name:

SUSAN GROKULSKA

Title:

MANAGER OF DOCUMENTATION

Executed on this

30<sup>th</sup>

day of

May

2006.

[CORPORATE SEAL]

STATE OF

ILLINOIS

COUNTY OF

COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this

30<sup>th</sup>

day of

May

2006.

Notary Public

My Commission Expires:

5-2008

(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: One (1)

DESCRIPTION OF CARS: 20,000 gallon capacity, 1982 built, rubber lined in 2000  
tank car, 111A100W5

CAR NUMBER: TGOX13536

LESSEE:

MEMC ELECTRONIC MATERIALS, INC.

ATTEST:

By:

Dale Klass

Name:

Dale Klass

Title:

Corporate Logistics MGR

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this 25<sup>th</sup> day of May, 2006

[CORPORATE SEAL]

STATE OF

Missouri

COUNTY OF

St. Louis

I, CHERYL A. SIMS, a Notary Public of the County and State aforesaid,  
certify that Dale Klass personally appeared before me this day and  
acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 25<sup>th</sup> day of May, 2006

Cheryl A. Sims  
Notary Public

Commission Expires:

\_\_\_\_\_  
(Notary Public)

